

# Result of AGM

RNS Number : 5080G  
Ocado Group PLC  
12 May 2011

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OCADO GROUP PLC  
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## Ocado Group plc Annual General Meeting 2011 Results

The Annual General Meeting of Ocado Group plc (the "Company") was held at One Bunhill Row, London, EC1Y 8YY on Wednesday, 11 May 2011 at 2.00pm.

All resolutions were decided on a poll and all resolutions proposed at the Annual General Meeting were passed by shareholders. The full text of each resolution is contained in the notice of Annual General Meeting, which is available on the Company's website [www.ocadogroup.com](http://www.ocadogroup.com) (with each resolution number below corresponding to the resolution number in the notice).

The number of votes for and against each of the resolutions put before the Annual General Meeting and the number of votes withheld were as follows:

Resolutions		For		Against		Total Votes	Votes Withheld
		Votes	%	Votes	%		
<b>Ordinary Resolutions</b>							
<b>1</b>	To receive the Annual Report and Accounts	328,192,455	99.66	1,131,500	0.34	329,323,955	0
<b>2</b>	To approve the Remuneration Report	317,979,609	98.80	3,862,454	1.20	321,842,063	7,481,892
<b>3</b>	To re-appoint Lord Grade of Yarmouth	327,938,515	99.58	1,383,517	0.42	329,322,032	1,923

4	To re-appoint David Grigson	328,013,981	99.60	1,308,051	0.40	329,322,032	1,923
5	To re-appoint Tim Steiner	327,634,567	99.49	1,687,465	0.51	329,322,032	1,923
6	To re-appoint Neill Abrams	326,811,527	99.49	1,687,465	0.51	328,498,992	824,963
7	To re-appoint Andrew Bracey	327,634,567	99.49	1,687,465	0.51	329,322,032	1,923
8	To re-appoint Jason Gissing	327,634,567	99.49	1,687,465	0.51	329,322,032	1,923
9	To re-appoint Ruth Anderson	329,145,481	99.95	176,551	0.05	329,322,032	1,923
10	To re-appoint Robert Gorrie	325,392,798	99.05	3,106,194	0.95	328,498,992	824,963
11	To re-appoint Jörn Rausing	325,581,016	99.14	2,811,908	0.86	328,392,924	931,031
12	To re-appoint David Young	325,908,546	99.21	2,590,446	0.79	328,498,992	824,963
13	To re-appoint PricewaterhouseCoopers LLP as auditors	322,936,275	98.06	6,387,680	1.94	329,323,955	0
14	To authorise the Directors to determine the auditors' remuneration	327,822,536	99.58	1,394,351	0.42	329,216,887	107,068
15	Authority for political donations and political expenditure	327,282,748	99.57	1,400,144	0.43	328,682,892	641,063
16	Authority to allot shares	319,107,753	97.12	9,469,071	2.88	328,576,824	747,131
17	Expansion of the Ocado Joint Share Ownership Scheme	326,445,526	99.13	2,878,429	0.87	329,323,955	0
18	The establishment of the Ocado Share Incentive Plan	329,323,955	100	0	0	329,323,955	0
<b>Special Resolutions</b>							
19	Authority to disapply pre-emption rights	329,097,032	99.93	225,000	0.07	329,322,032	1,923
20	Authority to purchase own shares	329,323,955	100	0	0	329,323,955	0
21	Notice of general meetings	321,265,866	97.55	8,058,089	2.45	329,323,955	0

Notes:

- (i) Votes 'withheld' are not votes under English law and so have not been included in the calculation of whether a resolution is carried. Percentages have been rounded to two decimal places.

- (ii) As at 6.00pm on 11 May 2011, the Company's issued share capital was 554,160,708 ordinary shares of 2p each. Of these issued ordinary shares, 32,314,300 are held by Appleby Trust (Jersey) Limited, the independent company which is the trustee of Ocado's employee benefit trust (the "EBT Trustee"). The EBT Trustee has waived its right to exercise its voting rights and to receive dividends in respect of these 32,314,300 ordinary shares. Although, in respect of 8,119,400 ordinary shares which have vested under the joint share ownership scheme, the Trustee may vote in respect of such ordinary shares at the request of a participant. Excluding the 24,194,900 ordinary shares held by the EBT Trustee which have not vested, Ocado has shares in issue with aggregate voting rights of 529,965,808.

This announcement is made pursuant to the requirements of Listing Rules 9.6.2 and 9.6.18. In accordance with Listing Rule 9.6.2, a copy of resolutions 15 to 21 (as set out in the notice of Annual General Meeting), being the resolutions passed at the Annual General Meeting not concerning ordinary business, has been submitted today to the Financial Services Authority's national storage mechanism. This document will be available for viewing at [www.hemscott.com/nsm.do](http://www.hemscott.com/nsm.do).

A copy of the Annual General Meeting results will be available on Ocado's website: [www.ocadogroup.com](http://www.ocadogroup.com).

For further information please contact:

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